



**BYLAWS  
OF  
BEXAR COUNTY MASTER GARDENERS  
12<sup>TH</sup> Amended Bylaws**

Approved: [February 20, 2020](#)

**ARTICLE I - NAME**

The name of this organization shall be [Bexar County Master Gardeners](#). The organization was incorporated in the State of Texas (February 1991, amended November 1992) under the Texas Nonprofit Corporation Act. The organization, which operates primarily in Bexar County, Texas, hereinafter shall be referred to as “the Corporation.”

**ARTICLE II - PURPOSE**

The Corporation is a non-profit, charitable, scientific, literary, and educational organization promoting volunteer horticulture education and service to the community. It shall maintain tax-exempt status under Section 501(c) (3), Internal Revenue Code, as amended.

The Corporation will support and assist Texas A&M AgriLife Extension Service, which, in turn, will provide scientific expertise and technical training to the members of the Corporation. Texas A&M AgriLife Extension shall provide volunteer opportunities and continuing education so that members of the Corporation may fulfill their volunteer commitments.

**ARTICLE III - MEMBERSHIP**

Members of the Corporation are graduates of the Texas Master Gardener Training Program administered by Texas A&M AgriLife Extension Service and the Texas A&M System. A member shall perform a minimum number of volunteer and continuing education hours as determined by the Board of Directors and approved by the Extension advisor. In no case shall the minimum hours be less than prescribed by the state organization. The Board of Directors will review requirements biannually. Requirements will be published annually in *The Scion*, January issue.

The recruitment and selection of candidates for the Texas Master Gardener Program shall be made without discrimination based on sex, color, race, religion, income, marital status, sexual preference, or national origin.

Members who have not met the requirements for “active” membership shall be designated inactive and placed on an inactive roster. [Inactive members may request reinstatement to active membership in accordance with the Corporation policy.](#)

**ARTICLE IV - BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors elected by a majority of the Membership present at a general meeting of the Membership of the Corporation. The Board of Directors shall serve a term of office to run concurrently with the dates of the fiscal year, January 1<sup>st</sup> through December 31<sup>st</sup>, of each year. The Nomination Committee shall present a slate of nominees for Board positions per Corporate policy. Additional nominations may be made from the floor. Unless there are nominations from the floor, the slate of nominees shall be considered elected by acclamation.

The Board of Directors of the Corporation consists of seven members: President, Vice President, Secretary, Treasurer, Membership Director, and two (2) Member at Large. Directors shall serve a one (1) year term. The

President, Vice President, Secretary and Member at Large may serve only three (3) consecutive elected terms in the same position. The Treasurer and Membership Director are not subject to the three consecutive term limitations. All members of the Board of Directors shall serve no more than **six (6) consecutive years**.

The immediate past President of the Corporation **can be requested** to serve by the President as a non-voting advisory member of the Board of Directors.

A staff member of Texas A&M AgriLife Extension Service, as assigned by the Bexar County Extension Director, shall serve as advisor to the Board of Directors and to the membership of the Corporation.

A member of the Board of Directors may be removed from office after **three (3) absences during a term** from the Board of Directors meetings or for a lack of performance of the role for which elected, as voted upon by a simple majority of remaining Board of Directors.

The Board of Directors may vote by electronic means (i.e., email) when it is deemed necessary by the President of the Board of Directors or a majority vote of the Board of Directors. Paper copies of each individual vote will be retained by the Secretary and attached to the next monthly meeting minutes as a permanent file. This Presidential authority should be used sparingly so as to not preclude effective and thorough board discussion of issues.

#### **ARTICLE V - OFFICERS**

The officers of the Corporation are: President, Vice President, Secretary, and Treasurer. The officers shall constitute the Executive Committee of the Board of Directors. In addition, the County Extension Advisor will also be included in the Executive Committee meetings. Board officers shall be elected as provided in ARTICLE IV - BOARD OF DIRECTORS. The President of the Corporation may appoint a Parliamentarian to serve as a non-voting member of the Board of Directors.

#### **ARTICLE VI - DUTIES OF OFFICERS**

The Duties of Officers of the Corporation shall be to:

- President
  - Serve as the chief executive officer of the corporation.
  - Preside at all meetings of the Corporation and supervise and control the affairs of the Corporation in accordance with directives of the Board of Directors and the policies of the Corporation.
  - Prepare the meeting's agenda and distribute copies to the Board of Directors.
  - Request timely reports from Directors and Committee Coordinators.
  - Appoint the Chairman of the Nomination Committee.
  - Act on behalf of the Board of Directors and the Membership in matters of urgency.
- Vice President
  - Assist the President in the performance of his/her duties.
  - Preside at meetings in absence of the President.
  - Serve as ex-officio member of all committees.
- Secretary
  - Record copies of the agenda and minutes of all meetings of the Corporation, including Board of Directors, Executive Committee, if requested, and any special meetings called by the President.
  - Distribute copies of the minutes to the Board of Directors prior to a meeting.
  - Provide a signed copy of the minutes, including all emailed or distributed reports and/or handouts to the Board of Directors, which becomes the official record of the Corporation and is to be archived in the Master Gardener office.
  - Handle official correspondence of the Corporation.
  - Maintain a permanent record of past minutes which will also be archived in the Master Gardener office.

- Treasurer
  - Regularly review the financial position of the Corporation and present financial statements to the Board of Directors and the members.
  - Prepare an annual budget.
  - Create, maintain and reconcile the Corporation's bank accounts.
  - Arrange for performance of an audit or compilation per the Corporation's policy.

#### **ARTICLE VII - DUTIES OF DIRECTORS**

Duties of the Directors shall be to:

- Membership Director
  - Maintain a current list of members' contact information.
  - Establish written procedures for dissemination of rosters of general membership.
  - Retain volunteer and continuing education hours as submitted by the members.
  - Report the progress of each member towards recertification.
- Member at Large
  - Perform duties as assigned by the Officers of the Corporation to fulfill board requirements and address overall organizational goals
  - Coordinate and communicate with committee chairs and/or may be asked to chair specific committees
  - Act as liaison to the general membership.

The Parliamentarian is an appointed position, and as such, is not a voting member of the elected Board of Directors. The duties of the Parliamentarian are to:

- Be familiar with the bylaws, policies and procedures of the Corporation.
- Assure proper meeting procedures are followed in the conduct of Corporation business according to the Corporation's by-laws, policies and rules.

The Board of Directors may create committees as needed by the Corporation. The President may appoint committee members and committee coordinators.

#### **ARTICLE VIII - MEETINGS**

Meetings of the Corporation are open to all members of the Corporation, with the exception of Executive Committee meetings.

The Corporation shall conduct a minimum of four (4) general membership meetings annually. One meeting shall be held between November 1 and December 31 to vote on the election of Officers and Directors for the next term of office. Elections will be conducted by the published policy of the Corporation. A majority of members present at the election will determine election results. This meeting may be conducted in conjunction with other functions of the general membership. Quorum: 15% of active members in good standing of the Corporation shall constitute a quorum for general membership meetings.

Board of Directors shall meet as deemed necessary, no fewer than four (4) meetings a year, to conduct the business of the Corporation. A quorum shall consist of a majority of members of the Board of Directors.

Executive Committee meetings may be conducted on emergency matters, time-sensitive issues that require action by the Corporation, [business that involves the privacy of a Corporation member, or business that requires privacy of discussion](#). The President or Vice President can call for Executive Committee meetings. [The President or Vice President may invite staff, advisors, or other board members to the meeting](#). A quorum shall consist of a majority of the members of the Executive Committee. [Motions made in Executive Committee meetings will pass with a simple majority of the Board members present. Motions that result in a tied vote fail. If the motion being considered involves the actions of an Executive Committee member then the member must recuse themselves from the discussion and vote on that motion.](#) The Executive Committee shall have the authority to act for the organization. [The minutes of Executive Committee meetings will contain motions and results only and will not be entered into the Board Minutes. The minutes of the Executive Committee meeting will be distributed only to the Board members present at the Executive Committee meeting and are to be stored in a location that will ensure their confidentiality.](#)

Committee Meetings are called by a committee coordinator as appropriate to the needs of the Corporation. Special meetings of the Board of Directors, committees, or general membership may be called by the President as deemed necessary. By written request, a majority of the Board of Directors or [15% of the Corporation's active membership](#) may call for a special meeting of the Board or the General Membership, as appropriate.

#### **ARTICLE IX - STAFF**

The Board of Directors of the Corporation has the authority to employ Staff members. The final decision of employment or termination of an employee of the Corporation shall be made by a majority vote of the Board- of Directors of the Corporation. The Board of Directors may terminate employment or remove any employee at any time, with or without cause.

#### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Bexar County Master Gardeners., shall be January 1 through December 31 on an accrual basis of accounting. The financial records of the Corporation are public information and shall be made available to the Board of Directors, the membership of the Corporation, and the public [upon request](#).

#### **ARTICLE XI - DISCLAIMER OF RESPONSIBILITY**

The Corporation shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred with the defense of any action, suit or proceeding, or any appeal therefrom, any person or his or her personal representative, made, or threatened to be made, a party to such action suit, or proceeding, whether civil or criminal, by reason of the fact that such a person is or was a member, director, or officer of the Corporation. Nothing in this section shall ever waive the general exemption from liabilities as provided by law.

#### **ARTICLE XII - AMENDMENTS**

These bylaws may be amended or changed when necessary by following the procedures set forth in this article. The proposed amendment or change shall be submitted for consideration to the Board of Directors. If the Board of Directors approves the proposed amendment or change by a simple majority of the total members of the Board of Directors, then the proposed amendment or change shall be published in the Corporation's monthly publication or sent to the members electronically. Following publication or electronic notification, the Membership of the Corporation shall vote on the proposed amendment or change at the next General Membership Meeting; approval requires a simple majority of the members present at the meeting.

#### **ARTICLE XIII - CHARTERING COUNTY MASTER GARDENER ASSOCIATION**

Upon the dissolution of the organization, assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax

code, or shall be distributed to the Federal Government or to a state or local government for a purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations; as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XIV - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rule of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and which they are not inconsistent with these bylaws and any special rules or order the Corporation may adopt.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President of the Board

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Revised May 18, 2017: Article IV - Paragraph Two, to reflect three-year tenure limitation of elected board members with exception of Treasurer and Membership Director which are limited to five years tenure.

Revised July 20, 2017: Article X - Fiscal Year, to change the fiscal year to a calendar year (January 1 to December 31) to coincide with the payment of annual dues, the accounting of volunteer and continuing education hours, and submission of the Texas Master Gardener Association Annual Awards.

Revised October 18, 2018: Article VIII - Meetings, to change the meeting dates for a vote on the election of Officers and Directors for the next term of office from between May 1 and June 30 to between November 1 and December 31 for consistency with the fiscal year change approved in July 2017.

Revised February 20, 2020:  
In addition to the correction of punctuation and the standardization of titles and committee names, the following articles have been amended:

- Article I - Name, to change the name of the organization from Bexar County Master Gardeners, Inc. to Bexar County Master Gardeners, in accordance to the name filed with the State.
- Article III - Membership, to change the wording in the bylaws for the procedure of inactive members to return to active membership to match the standing policy.
- Article IV - Board of Directors,
  - Paragraph 2, to change the limit of number of consecutive years a director can serve on the board from 5 years to 6 years.
  - Paragraph 3, to change the serving of a Past President on the Board from a requirement to a by-request.
  - Paragraph 5, to change the requirement for removal of an officer from the Board from three consecutive absences to three absences during a term of office. The vote requirement for removal was changed to a simple majority.
- Article VII - Duties of Directors
  - Paragraph 1, to change a duty of the Membership Director from “entering and retaining” members volunteer hours to just “retaining” their hours. And to change the duties of the Member at Large.
  - Paragraph 2, to add language that makes clear the Parliamentarian is an appointed position and is not a voting member of the Board.
- Article VIII - Meetings

- Paragraph 2, to change the language so that elections can be held in accordance to the published policy. And to change the quorum from 8% to 15% of the active membership
- Paragraph 4, to add language to address the use of the Executive Committee meeting and the resulting Executive Committee meeting minutes.
- Paragraph 5, to change the number of members needed to call a special meeting of the Board or General Membership from 25 members to 15% of the membership.
- Article X - Fiscal Year, add “upon request” to availability of financial records.